

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:)	
)	
FRANCHISE SERVICES OF NORTH)	CASE NO. 17-02316-EE
AMERICA INC.)	Chapter 11
)	
Debtor)	
)	

**BANKRUPTCY RULE 2016(b) DISCLOSURE
OF COMPENSATION OF ATTORNEYS FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. R. Bankr. P. 2016(b), I certify that I am a partner in Butler Snow LLP (“**Butler Snow**”), the attorneys for the above-named Debtor, and that the compensation paid to Butler Snow within one year before the filing of the petition in bankruptcy, or agreed to be paid to Butler Snow, for services rendered or to be rendered on behalf of the debtor in contemplation of or in connection with the bankruptcy case was \$119,831.18, as follows: \$4,195.00 on April 20, 2017; \$12,969.00 on May 16, 2017; \$39,191.00 on June 9, 2017; and \$28,476.18 on June 26, 2017 by FSW LLC, f/d/b/a Simply Wheelz LLC; and \$35,000.00 on June 27, 2017 by U-Save Auto Rental of America, Inc.

2. Butler Snow also agreed to waive its claim for any unpaid amounts for services rendered on behalf of the debtor in contemplation of or in connection with the bankruptcy case in the amount of at least \$43,451.60.

3. The sources of the compensation paid to Butler Snow were FSW LLC, f/d/b/a Simply Wheelz LLC, and U-Save Auto Rental of America, Inc.

4. The source of compensation to be paid to Butler Snow LLP in connection with the bankruptcy case will be the Debtor, some or all of which payments may be separately funded by the DIP Lender pursuant to Court order.

5. In return for the above-disclosed fee, Butler Snow has agreed to render legal services to the Debtor for all aspects of the bankruptcy case, including the following:

A. to assist the Debtor in the preparation and filing of its Schedules and Statements of Financial Affairs;

B. to advise the Debtor with respect to its powers and duties as debtor-in-possession in the continued management and operation of its business;

C. to attend meetings and negotiate with representatives of creditors and other parties in interest and advise and consult on the conduct of the case, including all of the legal and administrative requirements of operating in Chapter 11;

D. to take all necessary action to protect and preserve the Debtor's estate, including the prosecution of actions on its behalf, the defense of any actions commenced against it, negotiations concerning contracts to which the Debtor is a party, negotiations concerning all litigation in which the Debtor is involved, evaluations of claims and liens of various creditors, and, where appropriate, to object to such claims or liens against the estate or its property;

E. to prepare on behalf of the Debtor all motions, applications, answers, orders, contracts, reports, accounts, documents and papers necessary to the administration of the estate;

F. to advise and consult with the Debtor and its other professionals in connection with any sale of its assets, as well as with any disclosure statement and plan of reorganization, and to represent the Debtor in any matter arising out of, related to or in connection with such plan of reorganization, disclosure statement, and all related agreements or documents, as well as any matters that are necessary for the confirmation, implementation or consummation of such plan; and

G. to perform all other necessary legal services and provide all other necessary legal advice to the Debtor in connection with all aspects this Chapter 11 case.

6. Butler Snow has not agreed to share the above-disclosed compensation with any other person unless they are partners, attorneys or associates of Butler Snow.

7. I certify that the foregoing is a complete statement of any agreement or arrangement for payment to Butler Snow LLP for representation of the Debtor in this bankruptcy case.

[Remainder of Page Left Blank Intentionally]

THIS, the 30th day of June, 2017.

Respectfully submitted,

FRANCHISE SERVICES OF NORTH AMERICA INC.

By: s/ Stephen W. Rosenblatt

Stephen W. Rosenblatt (Miss. Bar No. 5676)
Christopher R. Maddux (Miss. Bar No. 100501)
J. Mitchell Carrington (Miss. Bar No. 104228)
Thomas M. Hewitt (Miss. Bar No. 104589)
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Thomas.Hewitt@butlersnow.com

ATTORNEYS FOR THE DEBTOR

CERTIFICATE OF SERVICE

I certify that the foregoing pleading was filed electronically through the Court's ECF system and served electronically on all parties enlisted to receive service electronically and was separately served by e-mail on the following:

Ronald H. McAlpin, Esq.
Assistant United States Trustee
501 East Court Street
Suite 6-430
Jackson, MS 39201
Ronald.McAlpin@USDOJ.gov

Office of the United States Trustee
501 East Court Street
Suite 6-430
Jackson, MS 39201
USTPRegion05.AB.ECF@usdoj.gov

The 20 Largest Unsecured Creditors identified on **Exhibit A**.

SO CERTIFIED, this the 30th day of June 2017.

s/ Stephen W. Rosenblatt

STEPHEN W. ROSENBLATT

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Fill in this information to identify the case:

Debtor name **Franchise Services of North America Inc.**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF MISSISSIPPI**
 Case number (if known): **17-02316-ee**

Check if this is an
amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Macquarie Capital 125 West 55 Street New York, NY 10019	Kevin H. Marino, Esq. (973) 824-8425 (fax)	Professional Services	Disputed			\$2,500,000.00
RJ Young 809 Division Street Nashville, TN 37203	(615) 515-7533 (fax)	Services	Contingent Unliquidated Disputed			\$1,100,000.00
Macquarie Capital 125 West 55 Street New York, NY 10019	Kevin H. Marino, Esq. (973) 824-8425	Professional Services	Disputed			\$500,000.00
David M. Mitchell 100 Forest Avenue Glen Ridge, NJ 07028	William F. Ray, Esq. (601) 965-1901 (fax)	Breach of Contract	Contingent Unliquidated Disputed			\$450,000.00
Stikeman Elliott 445 Park Avenue 7th Floor New York, NY 10022	(212) 371-7087 (fax)	Professional Services	Disputed			\$389,963.31
Osler, Hoskin & Harcourt TransCanada Tower 450 1st St. SW, Ste 2500 Calgary, Alberta T2P 5H1	(403) 260-7024 (fax)	Professional Services				\$351,379.58
Edinger Associates, PLLC 1875 I Street, NW Suite 500 Washington, DC 20006	(202) 747-1691 (fax)	Professional Services	Disputed			\$291,354.95

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Debtor **Franchise Services of North America Inc.**
Name

Case number (if known) **17-02316-ee**

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, if partially secured	Deduction for value of collateral or setoff
Daniel Raymond Boland 8 Oakleigh Court Norwalk, CT 06853	Kevin H. Marino, Esq. (973) 824-8425 (fax)	Advancement Demand	Contingent Unliquidated Disputed			\$276,816.36
Michael John Silverton 508 W 24th St 7N New York, NY 10011-1103	Kevin H. Marino, Esq. (973) 824-8425 (fax)	Advancement Demand	Contingent Unliquidated Disputed			\$276,816.36
Horne LLP 1020 Highland Colony Parkw Suite 400 Ridgeland, MS 39157	(615) 810-8009 (fax)	Professional Services				\$86,850.00
J. Michael Linn 1121 N. Halifax Daytona Beach, FL 32118	W. Thomas McCraney III (601) 510-2939 (fax)	Breach of Contract				\$50,000.00
Robert M. Barton 15234 Merlinglen PI Lithia, FL 35547-3901	W. Thomas McCraney III (601) 510-2939 (fax)	Breach of Contract				\$50,000.00
Young Conaway Stargatt 1000 North King Street Wilmington, DE 19899-0391	(302) 571-1253 (fax)	Professional Services	Disputed			\$37,372.18
TSD Rental, LLC Attn: Charles Grieco 1620-1650 Turnpike St. North Andover, MA 01845	Charles Grieco (978) 794-1455 (fax)	Services				\$25,542.62
State of Nevada Dept of Taxation 1150 College Pkwy No. 115 Carson City, NV 89706	(775) 684-2020 (fax)	Taxes	Disputed			\$24,917.17
Canada Revenue Agency 875 Heron Road Ottawa, Ontario	(613) 952-3845 (fax)	Taxes	Disputed Subject to Setoff			\$23,362.95
Horn & Payne, PLLC 1300 Highway 51 Madison, MS 39110	(601) 853-2878 (fax)	Professional Services				\$13,051.25

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				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Mississippi Mediation & A P. O. Box 2251 Jackson, MS 39225-2251	(601) 969-5582 (fax)	Robert Sneed - Arbitrator				\$12,000.00
State of Michigan Dept. of Treasury PO Box 77000 Detroit, MI 48277-2000	(517) 272-5561 (fax)	Taxes	Disputed			\$10,838.85
DE Secretary of State PO Box 5509 Binghamton, NY 13902-5509	(302) 739-3812 (fax)	Taxes				\$9,520.00